

Electronically Recorded

Tarrant County Texas

Official Public Records

2/1/2011 12:49 PM

D211026977

Mary Louise Garrison

PGS 4 \$28.00

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

AMENDMENT TO OIL AND GAS LEASE

THE STATE OF TEXAS §
 § **KNOW ALL MEN BY THESE PRESENTS:**
 COUNTY OF TARRANT §

WHEREAS, on **October 19th, 2007**, an Oil, Gas and Mineral Lease was entered into by and between **Louis Land Co., LTD.**, whose address is 1414 West Randol Mill Rd., Suite 120, Arlington, Texas 76012, herein called ("Lessor," whether one or more), and **Paloma Barnett, LLC**, whose address is 1021 Main Street, Suite 2600, Houston, Texas 77002, herein called ("Lessee," whether one or more); said Oil, Gas and Mineral Lease is evidenced by a Memorandum of Oil, Gas and Mineral Lease, which is recorded in the Official Public Records of Tarrant County, Texas as **D207381336**; and,

WHEREAS, Paloma Barnett, L.L.C. assigned all of its right, title and interest in and to the lease to Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, whose address is 6100 North Western Avenue, Oklahoma City, Oklahoma 73118; and,

WHEREAS, Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the aforementioned Lease; and,

WHEREAS, the Lessor(s), Chesapeake Exploration, L.L.C. and Total E&P USA, Inc., their successors and/or assigns, desires to amend said Oil and Gas Lease as set forth below:

NOW THEREFORE, in consideration of the leased premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned does hereby amend the Oil, Gas and Mineral Lease and the Memorandum of Oil, Gas and Mineral Lease as follows:

1) The Lease states that the land covered thereby ("said land") is described as follows:

10.1 acres, more or less, Tarrant County, Texas, described as the following one (1) tract of land, to-wit:

Tract 1:

Being Block 1, Lot A2, Olympia Addition, an addition to the City of Arlington, Tarrant County, Texas, according to the Plat recorded in Deed Instrument #D201145767, Deed Records, Tarrant County, Texas, dedicated by Louis Land Company, LTD.;

2) The Memorandum states that the land covered thereby (the "Lands") is described as follows:

10.1 acres, more or less, Tarrant County, Texas, described as the following one (1) tract of land, to-wit: Tract 1: Being Block 1, Lot A2, Olympia Park Addition, an Addition to the City of Arlington, Tarrant County, Texas, according to the Plat recorded in Deed Instrument #D201145767, Deed Records, Tarrant County, Texas, dedicated by Louis Land Company, LTD.;

The PROPERTY DESCRIPTION within the said Oil, Gas and Mineral Lease as referenced above and the Memorandum of Oil, Gas and Mineral Lease filed in the Official Public Records of Tarrant County, Texas as referenced above is deleted in its entirety and substituted with the following Property Description:

10.1 acres, more or less, Tarrant County, Texas, described as the following one (1) tract of land, to-wit: Tract 1: Being Block 1, Lot A2, OLYMPIA PARK an addition to the City of Arlington, Tarrant County, Texas, situated in the William Mask Survey, A-1041, according to the Plat recorded in Deed Instrument #D201143625, Deed Records, Tarrant County, Texas, dedicated by Louis Land Company, LTD.

3) The acknowledgment in the above described Memorandum of Oil, Gas and Mineral Lease was not properly executed by the Lessor.

The ACKNOWLEDGMENT within the said Memorandum of Oil, Gas and Mineral Lease as referenced above, filed in the Official Public Records of Tarrant County, Texas is deleted in its entirety and substituted with the corrected acknowledgment executed at the end of this document.

Lessor(s) does hereby adopt, ratify and confirm the Lease, as amended hereby, and does hereby stipulate that the Lease remains in full force and effect. Insofar as is necessary, Lessor(s) does hereby lease, let, and demise to Lessee, its successors and assigns, the lands covered by the Lease, pursuant to the terms and provisions of the Lease.

In the event of a conflict between the provisions contained in this instrument and any other provisions contained in the Lease, the provisions contained in this instrument shall prevail to the extent of such conflict; in all other respects the Lease shall remain in full force and effect.

This instrument may be executed in multiple counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this instrument is executed as of the date of acknowledgment of the signatures below.

Lessor:

Louis Land Company, LTD.

By: 

**Benjamin L. Doskocil, Sr., President of
Cyclone Tours, Inc., General Partner for
Louis Land Co., Ltd.**

Lessee(s):

CHESAPEAKE EXPLORATION, L.L.C.

By: _____

**Henry J. Hood, Sr. Vice President
Land and Legal & General Counsel**

TOTAL E&P USA, INC., a Delaware corporation

By: _____

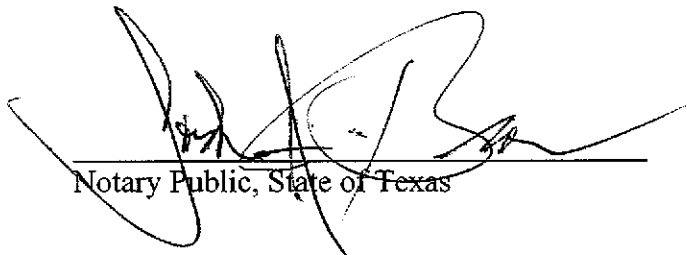
**Eric Bonnin, Vice President
Business Development and Strategy**

ACKNOWLEDGMENT

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

This foregoing instrument was acknowledged before me on the 31ST day of JANUARY 2010, by Benjamin L. Doskocil, Sr., President of Cyclone Tours, Inc., General Partner for Louis Land Co., Ltd.





Notary Public, State of Texas

ACKNOWLEDGMENTS

STATE OF _____ §
COUNTY OF _____ §

The foregoing instrument was acknowledged before me on the ____ day of _____, 2010, by **Henry J. Hood, Sr. Vice President – Land and Legal & General Counsel**, on behalf of **CHESAPEAKE EXPLORATION, L.L.C.**

Notary Public in and for The State of _____

STATE OF _____ §
COUNTY OF _____ §

The foregoing instrument was acknowledged before me this ____ day of _____, 2010, by **Eric Bonnin as Vice President – Business Development and Strategy of TOTAL E&P USA, INC.**, a Delaware corporation, as the act and deed and behalf of such corporation.

Notary Public in and for The State of _____